

UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

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In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO  
RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO  
et al.,

(Jointly Administered)

Debtors.<sup>1</sup>

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In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO  
RICO,

as representative of

No. 17 BK 4780-LTS

PUERTO RICO ELECTRIC POWER  
AUTHORITY,

Debtor.

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the "Commonwealth") (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

ORDER ALLOWING ADMINISTRATIVE EXPENSE CLAIM FOR CERTAIN COMPENSATION FOR  
FRONT-END TRANSITION SERVICES UNDER THE PUERTO RICO TRANSMISSION AND  
DISTRIBUTION SYSTEM OPERATION AND MAINTENANCE AGREEMENT WITH LUMA ENERGY

Upon PREPA's *Motion for Entry of an Order Allowing Administrative Expense Claim for Compensation for Front-End Transition Services Under the Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement with LUMA Energy* (Docket Entry No. 2053 in Case No. 17-4780 and Docket Entry No. 13583 in Case No. 17-3283, the "Motion");<sup>2</sup> and the Court having found it has subject matter jurisdiction over this matter pursuant to section 306(a) of PROMESA; and it appearing that venue in this district is proper pursuant to section 307(a) of PROMESA; and the Court having found, for the reasons set forth in the accompanying *Memorandum Opinion Granting in Part and Denying in Part PREPA's Motion for Entry of an Order Allowing Administrative Expense Claim for Compensation for Front-End Transition Services Under the Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement with LUMA Energy* (the "Memorandum Opinion"), that the Allowable Front-End Transition Obligations (as defined in the Memorandum Opinion), to the extent incurred and payable under the T&D Contract, meet all applicable requirements for an administrative expense claim under sections 503(b) and 507(a)(2) of the Bankruptcy Code, which are made applicable to this Title III case pursuant to section 301(a) of PROMESA; and the Court having found that PREPA provided adequate and appropriate notice of the Motion under the circumstances and that no other or further notice is required; and the Court having reviewed the Motion and having heard the statements of counsel in connection with the Motion at a hearing held before the Court on September 16, 2020 (the "Hearing"); and upon the record

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

herein, after due deliberation thereon, the Court having found for the reasons set forth in the Memorandum Opinion that good and sufficient cause exists for the granting of the relief as set forth herein,

**THEREFORE, IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** to the extent set forth herein.
2. Pursuant to sections 503 and 507(a)(2) of the Bankruptcy Code, made applicable in this Title III Case pursuant to section 301(a) of PROMESA, upon entry of this Order, LUMA Energy shall have an allowed administrative expense claim for any accrued and unpaid Allowable Front-End Transition Obligations incurred by PREPA under the T&D Contract.
3. Notwithstanding any applicability of any Bankruptcy Rule to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
4. To the extent required, PREPA and the Oversight Board, as PREPA's representative in this Title III case, are authorized to take all actions, and to execute all documents, necessary or appropriate, to effectuate the relief granted in this Order in accordance with the Motion and without further order of this Court.
5. The Court shall retain exclusive jurisdiction to hear and determine any and all disputes related to or arising from the implementation, interpretation, and enforcement of this Order.
6. The Motion is denied without prejudice in all other respects.

7. This Order resolves Docket Entry No. 2053 in Case No. 17-4780 and Docket Entry No. 13583 in Case No. 17-3283.

SO ORDERED.

Dated: October 19, 2020

/s/ Laura Taylor Swain  
LAURA TAYLOR SWAIN  
United States District Judge